

RECORDATION NO. 26690-B FILED

JUN 14 '07

11-20 AM

SURFACE TRANSPORTATION BOARD

RECEIVED
JUN 14 2007
MANAGEMENT
373

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel. 847.318.7575
Fax. 847.318.7588

VIA UPS 2nd DAY AIR

June 12, 2007

Mr. Vernon Williams
Surface Transportation Board
395 E Street S.W., Suite 100
Washington, D. C. 20024
Attn: Recordation of Railroad Equipment

Re: **Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated June 5, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 26690.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Sundance Products Group, LLC
1425 Candler Road
Gainesville, GA 30507

A description of the railroad equipment covered by the enclosed document is eight (8) 5851 cu. ft. plastic pellet covered hopper cars; having FURX and TQEX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Very truly yours,



Marcia Dunne
Rail Documentation Specialist

Enclosures
(SUPG002)

JUN 14 '07

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ASSGN. NO.: SUPG002

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 5th day of June, 2007 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Sundance Products Group, LLC, a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of August 30, 2001, as assigned, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 24 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of April 1, 2007, and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

By: Susan Grokulska
Name: SUSAN GROKULSKY

Title: ASST. DIRECTOR DOCUMENTATION Executed on this 5th day of June, 2007

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

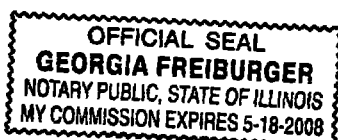
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 5th day of June, 2007.

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

SUNDANCE PRODUCTS GROUP, LLC

ATTEST:

By: _____
Name: _____
Title: _____

By: Claudia Stein-Martin
Name: CLAUDIA STEIN-MARTIN
Title: CFO

Executed on this 31 day of May, 2007.

[CORPORATE SEAL]

STATE OF _____

COUNTY OF _____

I, Perla Jurado, a Notary Public of the County and State aforesaid, certify that
CLAUDIA STEIN-MARTIN personally appeared before me this day and acknowledged his/her due
execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 31 day of May, 2007.

[Signature]

Notary Public

My Commission Expires:

PERLA LINDA JURADO
(Notary Public)
Notary Public, Hall County, Georgia
Commission Expires September 23, 2008

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Eight (8)

DESCRIPTION OF CARS: 5851 cu. ft. lined Plastic Pellet Covered Hopper Cars with pneumatic gates and round hatch covers and 263-286,000 GRL.

CAR NUMBERS: FURX 870050
 TQEX 058024
 TQEX 058056
 TQEX 058072
 TQEX 058140
 TQEX 058209
 TQEX 058313
 TQEX 058492